

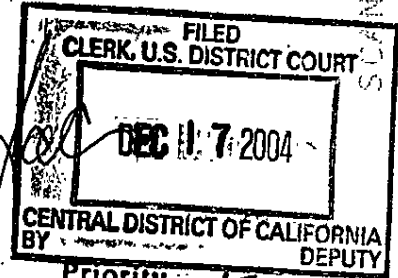
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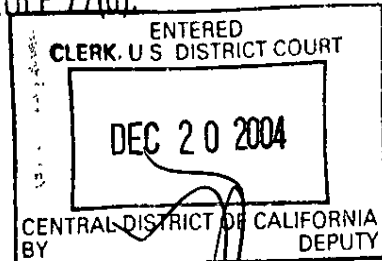
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THIS CONSTITUTES NOTICE OF ENTRY
 AS REQUIRED BY FRCP, RULE 77(d).



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**UNITED STATES DISTRICT COURT
 CENTRAL DISTRICT OF CALIFORNIA
 WESTERN DIVISION**

Case No. 02-CV-5330 (DDP)

**IN RE SEEBEYOND TECHNOLOGIES
 CORPORATION SECURITIES LITIGATION**

**[PROPOSED] ORDER
 AWARDING ATTORNEYS'
 FEES AND REIMBURSEMENT
 OF EXPENSES**

This Document Relates To:

ALL ACTIONS

Date: December 13, 2004
 Time: 10:00 a.m.
 Place: Courtroom 3, Second Floor
 Before: Hon. Dean D. Pregerson

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**[PROPOSED] ORDER AWARDING ATTORNEYS' FEES AND REIMBURSEMENT OF
 EXPENSES**

Master File No. 02-CV-5330 (DDP)

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CLERK
U.S. DISTRICT COURT
DISTRICT OF COLUMBIA

1 THIS MATTER having come before the Court on December 13,
2 2004, on the motion of Lead Plaintiff's counsel for an award of attorneys'
3 fees and reimbursement of expenses incurred in this action, the Court,
4 having considered all papers filed and proceedings conducted herein, having
5 found the settlement of this action to be fair, reasonable and adequate, and
6 otherwise being fully informed in the premises and good cause appearing
7 therefore;
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9

10 IT IS HEREBY ORDERED that:

- 11
- 12 1. All of the capitalized terms used herein shall have the same
13 meanings as set forth in the Stipulation of Settlement, dated September 14,
14 2004 (the "Stipulation").
15
 - 16 2. This Court has jurisdiction over the subject matter of this
17 application and all matters relating thereto, including all members of the
18 Class who have not timely and validly requested exclusion.
19
 - 20 3. The Court hereby awards Lead Plaintiff's counsel attorneys'
21 fees of 25% of the Settlement Fund after the deduction of litigation expenses
22 awarded herein. The Court hereby awards Lead Plaintiff's counsel
23 reimbursement of litigation expenses in the amount of \$88,000.00. The
24 Court further awards interest on the fees and costs awarded herein for the
25 same time period and at the same rate as that earned on the Settlement Fund
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1 until paid. Lead Counsel shall allocate the fees and costs among Plaintiff's
2 counsel, in good faith, based on a consideration of the relative contributions
3 of Plaintiff's counsel to the prosecution and resolution of this action.
4

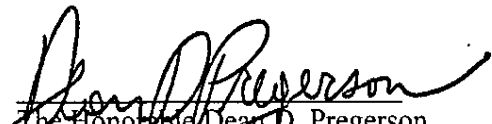
5 4. The Court finds that an award of attorneys' fees of 25% of the
6 Settlement Fund after deduction of litigation expenses is fair and reasonable
7 and comports with the Ninth Circuit's "benchmark" fee under the
8 "percentage-of-recovery" method. The Settlement was obtained solely
9 through the extensive efforts of Lead Counsel. Lead Counsel diligently
10 prosecuted this action for over two years with a substantial risk of no
11 recovery for the Class and obtained an excellent result. Counsel has
12 received no compensation during the two years of litigation and any fee
13 award has always been at risk and completely contingent on the result
14 achieved. The litigation was complex. It involved unique and substantial
15 issues of law, including the uncertain interpretation and application of Fed.
16 R. Civ. P. 9(b) to claims arising under the Securities Act of 1933, which
17 were asserted in the alternative along with securities fraud claims under the
18 Securities Exchange Act of 1934. In addition, the Action presented difficult
19 questions of proof on such issues as liability and damages as well as a
20 substantial risk of no recovery. Finally, no objections to the fee and expense
21 request before the Court have been interposed by any members of the Class.
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5. The awarded attorneys' fees and expenses shall be paid to Lead Counsel immediately after the date this Order is executed subject to the terms, conditions and obligations of the Stipulation and in particular ¶8 thereof, which terms conditions and obligations are incorporated herein.

IT IS SO ORDERED.

Dated: 12-17-04


The Honorable Dean D. Pregerson
United States District Judge

Submitted by:
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